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E-File: January 14, 2010

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Attorneys for Debtors and
 Debtors in Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re:

THE RHODES COMPANIES, LLC, aka
 "Rhodes Homes," et al.,¹
 Debtors.

Case No.: BK-S-09-14814-LBR
 (Jointly Administered)

Chapter 11

Affects:

☒ All Debtors
☐ Affects the following Debtor(s)

¹ The Debtors in these cases, along with their case numbers are: Heritage Land Company, LLC (Case No. 09-14778); The Rhodes Companies, LLC (Case No. 09-14814); Tribes Holdings, LLC (Case No. 09-14817); Apache Framing, LLC (Case No. 09-14818); Geronimo Plumbing LLC (Case No. 09-14820); Gung-Ho Concrete LLC (Case No. 09-14822); Bravo, Inc. (Case No. 09-14825); Elkhorn Partners, A Nevada Limited Partnership (Case No. 09-14828); Six Feathers Holdings, LLC (Case No. 09-14833); Elkhorn Investments, Inc. (Case No. 09-14837); Jarupa, LLC (Case No. 09-14839); Rhodes Realty, Inc. (Case No. 09-14841); C & J Holdings, Inc. (Case No. 09-14843); Rhodes Ranch General Partnership (Case No. 09-14844); Rhodes Design and Development Corporation (Case No. 09-14846); Parcel 20, LLC (Case No. 09-14848); Tuscany Acquisitions IV, LLC (Case No. 09-14849); Tuscany Acquisitions III, LLC (Case No. 09-14850); Tuscany Acquisitions II, LLC (Case No. 09-14852); Tuscany Acquisitions, LLC (Case No. 09-14853); Rhodes Ranch Golf Country Club, LLC (Case No. 09-14854); Overflow, LP (Case No. 09-14856); Wallboard, LP (Case No. 09-14858); Jackknife, LP (Case No. 09-14860); Batcave, LP (Case No. 09-14861); Chalkline, LP (Case No. 09-14862); Glynda, LP (Case No. 09-14865); Tick, LP (Case No. 09-14866); Rhodes Arizona Properties, LLC (Case No. 09-14868); Rhodes Homes Arizona, L.L.C. (Case No. 09-14882); Tuscany Golf Country Club, LLC (Case No. 09-14884); and Pinnacle Grading, LLC (Case No. 09-14887).

DISCLOSURE DECLARATION OF ORDINARY COURSE PROFESSIONAL

I, James M. Susa, hereby declare that the following is true to the best of my knowledge, information and belief: I am an attorney of Paul D. Bancroft & Associates, a professional corporation doing business as Bancroft, Susa & Galloway (the "Firm") which maintains its primary office at 3955 East Fort Lowell Road, Suite 115, Tucson, Arizona, 85712.

1. This Declaration is submitted in connection with an order of the United States Bankruptcy Court for the District of Nevada dated May 19, 2009 [Docket Number 187], authorizing the above-captioned debtors and debtors in possession (the "Debtors") to retain certain professionals in the ordinary course of business during the pendency of the Debtors' chapter 11 cases (the "Chapter 11 Cases").

2. The Firm, through me, and members of the firm, have represented and advised the Debtors since July 28, 2005 as tax counsel with respect to a broad range of aspects of the Debtors' real estate holdings, including (i) the evaluation and, if applicable, administrative appeal to the tax commission, of the application of the tax cap legislation to the taxes billed to the Debtors; (2) the evaluation, and, if applicable, correction of any clerical or factual errors in the assessment of ad valorem taxes on property of the Debtors, for the current or any prior tax year; (3) the evaluation, and, if applicable, the administrative appeal to the county and state boards of equalization of the assessed valuation of the parcels owned by the Debtors in Nevada.

3. The Debtors have requested, and the Firm has agreed, to continue to provide services to the Debtors pursuant to section 327 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") with respect to such matters. Additionally, the Debtors have requested, and the Firm proposed to render, the following service to the Debtors: Evaluation and appeal if necessary of property valuation for property tax purposes.

4. The Firm's fees are based upon a performance fee calculated as a percentage of the property tax savings achieved for any applicable tax year. The applicable percentage is 25% of the tax savings. Property tax savings are savings which result from an adjusted taxable value

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1 which is lower than the taxable value initially assigned by the assessor and included the savings,
2 refunds, penalty abatements and any interest accrued thereon.

3 5. To the best of my knowledge, formed after due inquiry, neither I, the Firm, nor
4 any employee thereof has any connection with the Debtors or currently represents any of their
5 creditors, other parties-in-interest, the Office of the United States Trustee or any person
6 employed by the Office of the United States Trustee with respect to the matters upon which it is
7 to be engaged, and the Firm does not, by reason of any direct or indirect relationship to,
8 connection with, or interest in the Debtors, hold or represent any interest adverse to the Debtors,
9 their estates or any class of creditors or equity interest holders, except as follows:

10 **AT&T – Verizon Wireless**
11 **AutoZone, Inc.**
12 **Consolidated Mortgage, LLC**
13 **General Electric Company**
14 **Harsch Investment Properties, LLC and various affiliates**
15 **Joseph Keller**
16 **Landscape Services Inc**
17 **Lionel Sawyer & Collins**
18 **Snell & Wilmer, LLP**
19 **Sprint**
20 **Home Depot**
21 **UniFirst Corporation**
22 **Via Direct Marketing**
23 **Vista Landscape Centers**

24 The work performed for these creditors or parties in interest is completely unrelated to the work
25 performed or to be performed for the Debtors.

26 6. Thus, I believe that the Firm's representation of such entities in matters entirely
27 unrelated to the Debtors is not adverse to the Debtors' interests, or the interests of their creditors
28 or estates in respect of the matters for which the Firm will be engaged, nor will such services
impair the Firm's ability to represent the Debtors in the ordinary course in these Chapter 11
Cases.

7. In addition, although unascertainable at this time after due inquiry, due to the
magnitude of the Debtors' potential universe of creditors and the Firm's clients, the Firm may
have in the past represented, currently represent, and may in the future represent entities that are
claimants of the Debtors in matters entirely unrelated to the Debtors and their estates. The Firm

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1 does not and will not represent any such entity in connection with these pending Chapter 11
2 Cases and does not have any relationship with any such entity, attorneys or accountants that
3 would be adverse to the Debtors or their estates.

4 8. The Firm's process of ascertaining what, if any, connection it may have with any
5 interest adverse to the Debtors, the estate or any class of creditors or equity interest holders,
6 consists of the following: reviewing the statements and schedules of creditors to determine
7 which are also Firm clients; reviewing the nature of the work performed for those Firm clients to
8 determine if they would conflict with any work to be performed for the Debtors and reviewing
9 any pending matters for those Firm clients to ascertain if they do or could pose any conflict with
10 the representation of Debtors.

11 9. The Firm is currently owed \$97,787.63 on account of prepetition services. The
12 Firm has rendered services and earned a fee post-petition in the amount of \$25,845.67 that have
13 not yet been billed. Additional fees pursuant to the terms of our engagement cannot currently be
14 calculated until later in 2010. In addition, the Firm represented non-debtor affiliates in property
15 tax matters in 2005 through current. Those affiliates have real property located in Mohave
16 County, Arizona. The representation was limited to the appeal of property valuation for tax
17 purposes.

18 10. In light of the foregoing, I believe that the Firm does not hold or represent any
19 interest materially adverse to the Debtors, their estates, creditors, or equity interest holders, as
20 identified to the Firm, with respect to the matters in which the firm will be engaged.

21 11. Except as set forth herein, no promises have been received by the Firm or any
22 partner, associate or other professional thereof as to compensation in connection with these
23 Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code, the
24 Federal Rules of Bankruptcy Procedure, the Local Rules of Bankruptcy Practice and Procedure
25 of the United States Bankruptcy Court for the District of Nevada, and orders of this Court.

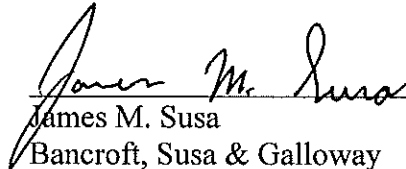
26 12. The Firm further states that it has not shared, nor agreed to share any
27 compensation received in connection with these Chapter 11 Cases with another party or person,
28 other than as permitted by section 504(b) of the Bankruptcy Code and Bankruptcy Rule 2016.

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1 The foregoing constitutes the statement of the Firm pursuant to sections 329 and 504 of
2 the Bankruptcy Code and Federal Rules of Bankruptcy Procedure 2014 and 2016(b).

3 I declare under penalty of perjury under the laws of the United States of America that the
4 foregoing is true and correct.
5

6 Executed this 14th day of January 2010, in Tucson, Arizona.

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